

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On June 11, 2008, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Amended and Restated Joint Stipulation and Agreed Order (I) Resolving Objection of American Aikoku Alpha Inc. to Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business and (II) Disallowing and Expunging Proofs of Claim Numbers 16692, 16783, and 16796 (American Aikoku Alpha, Inc.) (Docket No. 13670) [a copy of which is attached hereto as Exhibit C]
- 2) Amended and Restated Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 8229 (The Brix Group, Inc.) (Docket No. 13672) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 11395 (James Penney) (Docket No. 13673) [a copy of which is attached hereto as Exhibit E]

On June 11, 2008, I caused to be served the document listed below upon the party listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Amended and Restated Joint Stipulation and Agreed Order (I) Resolving Objection of American Aikoku Alpha Inc. to Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business and (II) Disallowing and Expunging Proofs of Claim Numbers 16692, 16783, and 16796 (American Aikoku Alpha, Inc.) (Docket No. 13670) [a copy of which is attached hereto as Exhibit C]

On June 11, 2008, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Amended and Restated Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 8229 (The Brix Group, Inc.) (Docket No. 13672) [a copy of which is attached hereto as Exhibit D]

On June 11, 2008, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 11395 (James Penney) (Docket No. 13673) [a copy of which is attached hereto as Exhibit E]

Dated: June 17, 2008

/s/ Elizabeth Adam

Elizabeth Adam

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 17th day of June, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

EXHIBIT A

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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AMENDED AND RESTATED JOINT STIPULATION AND AGREED ORDER (I) RESOLVING
OBJECTION OF AMERICAN AIKOKU ALPHA INC. TO ASSUMPTION AND/OR ASSIGNMENT
OF EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BUYERS IN CONNECTION WITH
SALE OF STEERING AND HALFSHAFT BUSINESS AND (II) DISALLOWING AND EXPUNGING
PROOFS OF CLAIM NUMBERS 16692, 16783, AND 16796
(AMERICAN AIKOKU ALPHA, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases, (collectively, the "Debtors") and American Aikoku Alpha, Inc. ("American Aikoku"), respectfully submit this Amended And Restated Joint Stipulation And Agreed Order (i) Resolving Objection Of American Aikoku Alpha, Inc. To Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business And (ii) Disallowing And Expunging Proofs Of Claim Numbers 16692, 16783, And 16796 (American Aikoku Alpha, Inc.) (the "Amended And Restated Joint Stipulation And Agreed Order" or "Stipulation"), and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, certain of the Debtors and American Aikoku entered into Purchase Order Nos. SAG9OI2815, SAG9OI5386, SAGO9OI5218, SAG9OI4657, SAG9OI3417, 9OI6283, and 9OI6086 (the "Purchase Orders"), under which American Aikoku would provide certain products to the Debtors.

WHEREAS, on October 17, 2005, American Aikoku sent a reclamation demand letter to Delphi and Saginaw Steering Systems, asserting a reclamation demand (the "Reclamation Demand") in the amount of \$62,642.89 for goods sold.

WHEREAS, on April 18, 2006, DAS LLC filed its Delphi Automotive Systems LLC - Amended and Restated Schedules of Assets and Liabilities - Schedule(s) D, E and F, listing, among other things, a disputed, unliquidated scheduled amount owed to American

Aikoku in the amount of \$363,649.35.

WHEREAS, on September 6, 2007, the Debtors docketed proof of claim number 16692 against Delphi, in the amount of \$5,823.94 for the priority reclamation claim asserted by American Aikoku on October 17, 2005, as reconciled and modified by Delphi on February 21, 2006 ("Claim 16692").

WHEREAS, on September 21, 2007, the Debtors objected to Claim 16692 pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claim Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection").

WHEREAS, on December 10, 2007, the Debtors filed an Debtors' Expedited Motion For Orders Under 11 U.S.C. §§ 363, 365, And 1146 And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 (A)(I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner Of Sale Notices, And (IV) Setting Sale Hearing Date, (B) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Comprising Substantially All Assets Primarily Used In Debtors' Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities, And (C) Authorizing And Approving Transaction Facilitation Agreement (the "Motion").

WHEREAS, on January 16, 2008, American Aikoku filed proof of claim number 16783 against Delphi, which asserts claim of \$429,525.83, of which \$423,701.90 asserts a

general unsecured claim and \$5,823.94 asserts a priority reclamation claim ("Claim 16783").

WHEREAS, on or about January 23, 2008, the Debtors served a (i) Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12323) (the "Assumption Notice") and (ii) Notice of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12324) (the "Cure Notice"). The Cure Notice and Assumption Notice stated, among other things, that the Debtors seek to assume and/or assign the Purchase Orders to Steering Solutions Corporation and certain of its affiliates (the "Buyers") and listed a cure amount of \$5,823.94.

WHEREAS, on January 25, 2008, the Court entered an order confirming the First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan").

WHEREAS, on January 28, 2008, American Aikoku filed its Objection Of American Aikoku Alpha, Inc. To Notices Of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12369) (the "First Steering Objection").

WHEREAS, on January 29, 2008, American Aikoku filed proof of claim number 16796 against Delphi, which asserts claim of \$429,525.83, of which \$423,701.90 asserts a general unsecured claim and \$5,823.94 asserts a priority reclamation claim ("Claim 16796," together with Claim 16692 and Claim 16783, the "Claims").

WHEREAS, on January 29, 2008, American Aikoku filed its Limited Objection of American Aikoku Alpha, Inc. to Notices of Assumption and/or Assignment of Executory

Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business (Docket No. 12376) (the "Second Steering Objection").

WHEREAS, on February 15, 2008, the Debtors objected to Claim 16796 and Claim 16783 pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification and Modified Claim Asserting Reclamation (Docket No. 12686) (the "Twenty-Sixth Omnibus Claims Objection").

WHEREAS, on February 25, 2008, the Court entered an Order Under 11 U.S.C. §§ 363, 365, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Compromising Substantially All Of The Assets Of Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Lease, And (III) Assumption Of Certain Liabilities And (B) Authorizing And Approving Transaction Facilitation Agreement (Docket No. 12868) (the "Sale Approval Order"), which, among other things, adjourned the hearing on the First steering Objection and the Second Steering Objection to a later date.

WHEREAS, on March 7, 2008, American Aikoku filed its Notice of Cure Claims of America Aikoku Alpha, Inc. (Docket No. 13010) (the "Cure Proposal"), asserting a cure amount of \$415,761.04 under Article 8.2(b) of the Plan to cure defaults asserted under the Purchase Orders.

WHEREAS, on March 7, 2008, American Aikoku filed its Response Of American Aikoku Alpha, Inc. To The Debtors' Twenty-Sixth Omnibus Claims Objection (Docket No.

13013) (the "Response").

WHEREAS, on March 11, 2008, the Debtors filed a Notice Of Deadline To File Motion For Leave To File Late Claims With Respect To Late Claims Filed By American Aikoku Alpha Inc. (Proofs of Claim Nos. 16783 and 16796) (Docket No. 13083) (the "Notice Of Deadline").

WHEREAS, on March 14, 2008, American Aikoku filed its American Aikoku Alpha, Inc.'s Motion For Leave To File An Amended Claim (Docket No. 13114) (the "Amended Claim Motion ").

WHEREAS, on March 31, 2008, the Debtors served a Notice of Assumption and Assignment and Cure Amount of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business (Docket No. 13292) (the "Supplemental Cure Notice").

WHEREAS, to resolve the First Steering Objection, the Second Steering Objection, the Cure Proposal, the Response, and the Amended Claim Motion, the Debtors and American Aikoku have agreed to enter into this Stipulation under which American Aikoku shall receive a cure payment of \$413,908.96 as soon as reasonably practicable upon the closing of the sale of the steering and halfshaft business, reflecting the amount due and owing under the Debtors' books and records.

WHEREAS, the Debtors are authorized to enter into this Stipulation with regards to the claims matters addressed herein either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No.

8401) entered by this Court on June 26, 2007.

WHEREAS, on May 8, 2008, the Court entered the Stipulation And Agreed Order (i) Resolving Objection Of American Aikoku Alpha, Inc. To Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business And (ii) Disallowing And Expunging Proofs Of Claim Numbers 16692 And 16783 (American Aikoku Alpha, Inc.) (the "Initial Stipulation").

WHEREAS, the Debtors and American Aikoku acknowledge and agree that the Initial Stipulation should be amended and restated in its entirety by this Amended And Restated Joint Stipulation And Agreed Order.

THEREFORE, the Debtors and American Aikoku, stipulate and agree as follows:

1. The Initial Stipulation is amended and restated in its entirety as provided herein.
2. As soon as reasonably practicable upon the closing of the sale of the steering and halfshaft business, American Aikoku shall receive a cure payment of \$413,908.96 to cure all defaults under the Purchase Orders.
3. Upon payment of the cure amount, Claim 16692, Claim 16783, and Claim 16796 shall be disallowed and expunged with prejudice.
4. Upon the Court's entry of this Stipulation, American Aikoku shall be deemed to have withdrawn with prejudice the First Steering Objection and the Second Steering Objection.
5. Upon payment of the cure amount, American Aikoku shall be deemed to have withdrawn with prejudice the Reclamation Demand, the Cure Proposal, the Response, and the Amended Claim Motion.

6. To the extent that any order related to the sale of the steering and halfshaft business alters, conflicts with, or derogates from the provisions of this Stipulation, this Stipulation shall control.

So Ordered in New York, New York, this 27th day of May, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AMENDED AND RESTATED JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 8229
(THE BRIX GROUP, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and The Brix Group, Inc. ("Brix") respectfully submit this Amended And Restated Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8229 (The Brix Group, Inc.) (the "Amended And Restated Joint Stipulation And Agreed Order") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 19, 2006, Brix filed proof of claim number 8229 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$2,896,591.72 (the "Claim") arising from the sale of goods to DAS LLC.

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Claims Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 18, 2007, The Brix Group filed The Brix Group, Inc.'s Response To Debtors' Fifteenth Omnibus Claims Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax

Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8318) (the "Response").

WHEREAS, on April 29, 2008, to resolve the Fifteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and Brix entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1.9 million.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

WHEREAS, on May 9, 2008, the Court entered the Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8229 (The Brix Group, Inc.) (Docket No. 13565) (the "Initial Stipulation").

WHEREAS, the Debtors and Brix acknowledge and agree that the Initial Stipulation should be amended and restated in its entirety by this Amended And Restated Joint Stipulation And Agreed Order.

THEREFORE, the Debtors and Brix stipulate and agree as follows:

1. The Initial Stipulation is amended and restated in its entirety as provided herein.
2. The Claim shall be allowed in the amount of \$1.9 million and shall be

treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

3. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which Brix is a party.

4. Brix shall withdraw its Response to the Fifteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 27th day of May, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 11395
(JAMES PENNEY)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and James Penney ("Penney") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 11395 (James Penney) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Penney filed proof of claim number 11395 against Delphi, which asserts an unsecured non-priority claim in the amount of \$115,276.00 plus unliquidated amounts arising from employee benefits (the "Claim").

WHEREAS, on November 19, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Third Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected On Debtors' Books And Records, And (E) Certain Claims Subject To Modification, Modified Claims Asserting Reclamation, Claim Subject To Modification That Is Subject To Prior Order, And Modified Claim Asserting Reclamation That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Third Omnibus Claims Objection").

WHEREAS, on December 17, 2007, Penney filed his Response Of James Penney To Twenty-Third Omnibus Objection (Docket No. 11476) (the "Response").

WHEREAS, on March 21, 2008, the Debtors filed the Notice Of Sufficiency

Hearing With Respect To Debtors' Objection To Proof Of Claim No. 11395 (James Penney);
(Docket No. 13192).

WHEREAS, on April 8, 2008, the Debtors filed the Supplemental Reply To
James Penney's Response To Debtors' Twenty-Third Omnibus Objection Regarding Claim No.
11395 (Docket No. 13338).

WHEREAS, pursuant to this Joint Stipulation, Penney acknowledges and agrees
that the Claim shall be disallowed and expunged in its entirety.

WHEREAS, Delphi is authorized to enter into this Joint Stipulation either because
the Claim involves ordinary course controversies or pursuant to that certain Amended And
Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b)
Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow
Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26,
2007.

THEREFORE, the Debtors and Penney stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. Penney shall withdraw his Response to the Twenty-Third Omnibus Claims

Objection with prejudice.

So Ordered in New York, New York, this 27th day of May, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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Pg 63 of 63
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